

United States Bankruptcy Court District of Maryland						Voluntary Petition	
Name of Debtor (if individual, enter Last, First, Middle): Mattress Discounters Corporation				Name of Joint Debtor (Spouse) (Last, First, Middle):			
All Other Names used by the Debtor in the last 6 years (Include married, maiden, and trade names): Mattress Discounters; T.J.B., Inc.; Bedding Experts; Bedding Experts, Inc.; Comfort Source; WS Manufacturing; Sleep Barn; B Spring; B Spring Advertising				All Other Names used by the Joint Debtor in the last 6 years (Include married, maiden, and trade names):			
Soc. Sec./Tax I.D. No. (if more than one, state all): 52-1710722				Soc. Sec./Tax I.D. No. (if more than one, state all):			
Street Address of Debtor (No. & Street, City, State, & Zip Code): 9822 Fallard Court Upper Marlboro, MD 20772				Street Address of Joint Debtor (No. & Street, City, State, & Zip Code):			
County of Residence or of the Principal Place of Business: Prince George's County				County of Residence or of the Principal Place of Business:			
Mailing Address of Debtor (if different from street address):				Mailing Address of Joint Debtor (if different from street address):			
Location of Principal Assets of Business Debtor (If different from street address above):							
Information Regarding the Debtor (Check the Applicable Boxes)							
Venue (Check any applicable box) <input checked="" type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District. <input type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.							
Type of Debtor (Check all boxes that apply) <input type="checkbox"/> Individual(s) <input checked="" type="checkbox"/> Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> Other <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker				Chapter or Section of Bankruptcy Code under Which the Petition is Filed (Check one box) <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Sec. 304 - Case ancillary to foreign proceeding <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13			
Nature of Debts (Check one box) <input type="checkbox"/> Consumer/Non-Business <input checked="" type="checkbox"/> Business				Filing Fee (Check one box) <input checked="" type="checkbox"/> Full Filing Fee attached <input type="checkbox"/> Filing Fee to be paid in installments (Applicable to individuals only.) Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form No. 3.			
Chapter 11 Small Business (Check all boxes that apply) <input type="checkbox"/> Debtor is a small business as defined in 11 U.S.C. " 101 <input type="checkbox"/> Debtor is and elects to be considered a small business under 11 U.S.C. " 1121(e) (Optional)							
Statistical/Administrative Information (Estimates only) <input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.							THIS SPACE IS FOR COURT USE ONLY 2002 OCT 23 P 1:07 U.S. BANKRUPTCY COURT DISTRICT OF MARYLAND GREENBELT FILED
Estimated Number of Creditors		1-15 <input type="checkbox"/>	16-49 <input type="checkbox"/>	50-99 <input type="checkbox"/>	100-199 <input type="checkbox"/>	200-999 <input type="checkbox"/>	1000-over <input checked="" type="checkbox"/>
Estimated Assets (Book Value)		\$0 to \$50,000 <input type="checkbox"/>	\$50,001 to \$100,000 <input type="checkbox"/>	\$100,001 to \$500,000 <input type="checkbox"/>	\$500,001 to \$1 million <input type="checkbox"/>	\$1,000,001 to \$10 million <input type="checkbox"/>	\$10,000,001 to \$50 million <input type="checkbox"/>
Estimated Debts		\$0 to \$50,000 <input type="checkbox"/>	\$50,001 to \$100,000 <input type="checkbox"/>	\$100,001 to \$500,000 <input type="checkbox"/>	\$500,001 to \$1 million <input type="checkbox"/>	\$1,000,001 to \$10 million <input type="checkbox"/>	\$10,000,001 to \$50 million <input type="checkbox"/>
		\$50,000,001 to \$100 million <input type="checkbox"/>	\$100,000,001 to \$500 million <input type="checkbox"/>		\$500,000,001 to \$1 billion <input type="checkbox"/>		More than \$1 billion <input checked="" type="checkbox"/>

Voluntary Petition <i>(This page must be completed and filed in every case)</i>		Name of Debtor(s): Mattress Discounters Corporation	
FORM B1, Page 2			
Prior Bankruptcy Case Filed Within Last 6 Years (If more than one, attach additional sheet)			
Location Where Filed: - None -	Case Number:	Date Filed:	
Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor (If more than one, attach additional sheet)			
Name of Debtor: T. J. B., Inc.	Case Number:	Date Filed: Filed contemporaneously herewith	
District: Maryland	Relationship:	Judge:	
Signatures			
Signature(s) of Debtor(s) (Individual/Joint) I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. I request relief in accordance with the chapter of title 11, United States Code, specified in this petition. X _____ Signature of Debtor X _____ Signature of Joint Debtor _____ Telephone Number (If not represented by attorney) _____ Date		Exhibit A (To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities and Exchange Act of 1934 and is requesting relief under chapter 11) <input type="checkbox"/> Exhibit A is attached and made a part of this petition. Exhibit B (To be completed if debtor is an individual whose debts are primarily consumer debts) I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. X _____ Signature of Attorney for Debtor(s) Date Exhibit C Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety? <input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition. <input checked="" type="checkbox"/> No	
Signature of Attorney X <u>Mary Joanne Dowd</u> Signature of Attorney for Debtor(s) Mark N. Polebaum, Esq. Mary Joanne Dowd, Esq. (No. 05011) (bbo#402060) Christopher J. Giaimo, Jr., Esq. Hale and Dorr LLP (No. 25426) 60 State Street Arent Fox Kintner Plotkin Boston, MA 02109 & Kahn, PLLC Tel: (617) 526-6000 1050 Connecticut Avenue, NW Fax: (617) 526-5000 Washington, DC 20036-5339 Tel: (202) 857-6000 Fax: (202) 857-6395 Date <u>10/23/02</u>		Signature of Non-Attorney Petition Preparer I certify that I am a bankruptcy petition preparer as defined in 11 U.S.C. " 110, that I prepared this document for compensation, and that I have provided the debtor with a copy of this document. Printed Name of Bankruptcy Petition Preparer Social Security Number Address Names and Social Security numbers of all other individuals who prepared or assisted in preparing this document: If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person. X _____ Signature of Bankruptcy Petition Preparer Date A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. " 110; 18 U.S.C. " 156.	
Signature of Debtor (Corporation/Partnership) I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor. The debtor requests relief in accordance with the chapter of title 11, United States Code, specified in this petition. X <u>[Signature]</u> Signature of Authorized Individual <u>Stephen Netwon, Chief Executive Officer</u> Printed Name and Title of Authorized Individual Date			

**United States Bankruptcy Court
District of Maryland**

In re **Mattress Discounters Corporation**

Debtor

Case No. _____

Chapter **11**

Exhibit "A" to Voluntary Petition

1. If any of debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is **333-95945**.

2. The following financial data is the latest available information and refers to debtor's condition on **August 24, 2002**.

a. Total assets	\$	<u>95,542,000.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$	<u>219,008,000.00</u>	
c. Debt securities held by more than 500 holders.			Approximate number of holders
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
secured / / unsecured / / subordinated / /	\$	<u>0.00</u>	<u>0</u>
d. Number of shares of preferred stock		<u>0</u>	<u>0</u>
e. Number of shares of common stock		<u>100</u>	<u>1</u>

Comments, if any:

3. Brief description of debtor's business:

The Company is engaged in the manufacture and retail sale of mattress and bedding products in various markets throughout the United States.

4. List the name of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

Mattress Holding Corporation

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MARYLAND
(GREENBELT DIVISION)**

In re:

Mattress Discounters Corporation and
T.J.B., Inc.,

Debtors.

Chapter 11

Case No.

(Pending Joint Administration)

**CONSOLIDATED LIST OF CREDITORS HOLDING THE THIRTY LARGEST
UNSECURED CLAIMS AGAINST THE DEBTORS**

Following is the consolidated list of the creditors holding the 30 largest unsecured claims against the Debtors as of 22nd Oct 2002, 2002. The list is prepared in accordance with Rule 1007(d) of the Federal Rules of Bankruptcy Procedure for filing in these chapter 11 cases. The list has been prepared on a consolidated basis, based upon the books and records of the Debtors, both of which have contemporaneously commenced chapter 11 cases in this Court. The information presented in the list shall not constitute an admission by, nor is it binding on, the Debtors.¹

This list does not include (1) persons who come within the definition of an "insider" set forth in 11 U.S.C. § 101(31), or (2) secured creditors, unless the value of the collateral is such that the unsecured deficiency places the creditor among the holder of the consolidated 30 largest unsecured claims.²

Name, Address and Telephone No. of Creditor	Contact	Nature of Claim	Contingent, Unliquidated Disputed or Subject to Set- off	Approximate Amount of Claim
State Street Bank and Trust Company Goodwin Square, 225 Asylum Street, 23rd Floor Hartford, CT 06103 Tel: 860-244-1813 Fax: 860-244-1889	Attn: Corporate Trust Administration	Trustee under Indenture as to 12 5/8% Senior Notes Due 2007 ("Notes")		\$140,000,000.00 principal amount

¹ The Debtors will file the schedules of assets and liabilities (the "Schedules") in accordance with 11 U.S.C. § 521 and Fed. R. Bankr. P. 1007. The information contained in the Schedules may differ from the information set forth below.

² The Debtors have not yet identified all of the 30 largest unsecured claims, if any, that are contingent, unliquidated, disputed and/or subject to setoff. The Debtors reserve the right to identify any of the 30 largest unsecured claims in their Schedules as contingent, unliquidated, disputed and/or subject to setoff, as appropriate.

Name, Address and Telephone No. of Creditor	Contact	Nature of Claim	Contingent, Unliquidated Disputed or Subject to Set-off	Approximate Amount of Claim
Grandview Capital Management, LLC 820 Manhattan Avenue Suite 200 Manhattan Beach, CA 90266 Tel: 310-376-0255 Fax: 310-376-1274	Justine Ho	Beneficial holder, or representative of beneficial holder, of Notes		in excess of \$1,000,000.00 principal amount
Ares Management, L.P. 1999 Avenue of the Stars Suite 1900 Los Angeles, CA 90067 Tel: 310-201-4163 Fax: 310-201-4170	Christopher N. Jacobs	Beneficial holder, or representative of beneficial holder, of Notes		in excess of \$1,000,000.00 principal amount
Salomon Smith Barney 388 Greenwich Street 8 th Floor New York, NY 10013 Tel: 212-816-4798 Fax:	Jeffrey Kobylarz	Beneficial holder, or representative of beneficial holder, of Notes		in excess of \$1,000,000.00 principal amount
Blackrock Financial Management 40 East 52 nd Street New York, NY 10022 Tel: 212-754-5328 Fax: 212-754-8756	Peter Schwartzman	Beneficial holder, or representative of beneficial holder, of Notes		in excess of \$1,000,000.00 principal amount
ING Ghent Asset Management LLC 230 Park Avenue 13 th Floor New York, NY 10169 Tel: 212-309-6519 Fax:	Kenneth J. Monaghan	Beneficial holder, or representative of beneficial holder, of Notes		in excess of \$1,000,000.00 principal amount
Leggett & Platt, Inc. 1 Leggett Road Carthage, MO 64836 Tel: 800-888-4569 Fax: 417-358-2736	Bill Swarens	Trade		661,527.54
Los Angeles Times Times Mirror Square 130 S. Broadway Los Angeles, CA 90012 Tel: 213-237-5000 Fax: 213-237-3384	Attn: Accounting Dept.	Advertising		260,742.94


Name, Address and Telephone No. of Creditor	Contact	Nature of Claim	Contingent, Unliquidated Disputed or Subject to Set-off	Approximate Amount of Claim
Nu-Foam Products, Inc. 1101 Wisdom Street Chattanooga, TN 37406 Tel: 423-698-6911 Fax: 423-629-4570	Elaine Floyd	Trade		219,196.79
Fashion Bed Group 1 Leggett Road Carthage, MO 64836 Tel: 800-888-4569 Fax: 708-458-3258	Kim O'Berg	Trade		218,788.40
Foamex L.P. - Calif. 2060 North Batavia Street Orange, CA 92665 Tel: 610-859-3044 Fax: 610-859-3027	Tom Bailey	Trade		114,678.36
Mid-Atlantic Realty 7819 Norfolk Avenue, 2 nd Floor c/o Recycland, LLC Bethesda, MD 20814 Tel: 301-656-1956 Fax: 301-656-8540	Steve Marshall	Landlord		103,465.20
Payne, Inc. 500 Hudgins Road Fredericksburg, VA 22408 Tel: 540-898-0045 Fax: 540-898-0192	Maria Scheigh	Trade		87,665.00
Knickerhocker Bed Company 770 Commercial Avenue Carlstadt, NJ 07072 Tel: 800-526-6294 Fax: 201-933-6963	Richard Polevoy	Trade		83,283.00
Delivery Solutions, Inc. 14241 E. Firestone Blvd, #300 LaMirada, CA 90638 Tel: 562-229-3220 Fax: 562-229-3225	Attn: Accounting Dept.	Trade		81,031.50
Washington Post 1150 15 th Street, NW Washington, DC 20071 Tel: 202-334-6000 Fax: 202-334-5434	Karen Jerome	Advertising		79,740.95

Name, Address and Telephone No. of Creditor	Contact	Nature of Claim	Contingent, Unliquidated Disputed or Subject to Set- off	Approximate Amount of Claim
Gibson, Dunn & Crutcher LLP 333 South Grand Avenue Los Angeles, CA 90071-3197 Tel: 213-229-7000 Fax: 213-229-7520	Nancy P. McClelland	Trade Expense		72,314.49
K.C.B. Enterprises, Inc. 202 CDF Blvd. Verona, MS 38879 Tel: 662-566-1116 Fax: 662-566-1118	Bernie Smyly	Trade		69,122.00
O.J.B./12260 Rockville Pike, LC C/o Recycland, LLC 7819 Norfolk Avenue, 2 nd Floor Bethesda, MD 20814 Tel: 301-656-1956 Fax: 301-656-8540	Sarah Combs	Landlord		64,326.84
O.J.B./MidAtlantic c/o Recycland, LLC 7819 Norfolk Avenue, 2 nd Floor Bethesda, MD 20814 Tel: 301-656-1956 Fax: 301-656-8540	Sarah Combs	Landlord		59,534.89
C.C. Beck & Son, Inc. 11410 North Club Drive Fredericksburg, VA 22408 Tel: 540-898-0401 Fax: 540-898-0632	Connie Browne	Trade		58,802.93
Wm. T. Burnett & Company 1500 Bush Street Baltimore, MD 21230 Tel: 410-837-3000 Fax: 410-539-6399	Attn: Corporate Headquarters Accounting Dept.	Trade		54,586.06
Pacific Coast Feather Company 1964 4 th Avenue, South Seattle, WA 98134 Tel: 800-322-1123 Fax: 206-625-9783	Becky	Trade		53,414.05

Name, Address and Telephone No. of Creditor	Contact	Nature of Claim	Contingent, Unliquidated Disputed or Subject to Set-off	Approximate Amount of Claim
Marx Realty & Improvement Co. 708 3 rd Avenue, 15 th Floor New York, NY 10017 Tel: 212-557-1400 Fax: 212-983-4532	Attn: Accounting Dept.	Landlord		50,618.10
Shantalla, Ltd. 8606 Miramar Road c/o Silverman Family Trust San Diego, CA 92126 Tel: 858-689-2368 Fax: 858-689-8040	Attn: Accounts Payable	Landlord		49,144.50
San Francisco Chronicle 925 Mission Street San Francisco, CA 94103 Tel: 415-777-1111 Fax: 415-543-4816	Don Chun	Advertising		46,894.79
Ruthven Family L.P. #2 41 Lake Morton Drive Lakeland, FL 33801 Tel: 863-686-3173 Fax: 863-688-6948	Greg Ruthven	Landlord		44,384.05
Vermont-Anaheim Partners 10005 Mission Mill Road Whittier, CA 90608 Tel: 562-948-4242 Fax: 562-695-2939	Terry Niller	Landlord		43,602.00
CKL Limited Partnership 4521 Campus Drive PMB #190 Irvine, CA 92612 Tel: 415-386-3379 Fax: 415-386-0122	Ann Chen	Landlord		42,377.76
John D. Murphy 7 West Street Walpole, MA 02081 Tel: 508-668-1200 Fax: 508-668-1201	John D. Murphy	Landlord		39,750.00

- I, Stephen Newton, Chief Executive Officer of each of Mattress Discounters Corporation and T.J.B., Inc., declare under penalty of perjury that I have read the foregoing list and that it is true and correct, to the best of my knowledge, information and belief.


Date: 22nd October, 2002

By: 
Stephen Newton, Chief Executive Officer

CERTIFICATE OF RESOLUTION

I, Stephen Newton, the duly elected, qualified and acting Chief Executive Officer of Mattress Discounters Corporation, a Delaware corporation (the "Corporation"), hereby certify that attached hereto as Exhibit A is a true, complete and correct copy of the resolutions duly adopted by written action in accordance with the requirements of applicable Delaware corporation law by the Board of Directors of the Corporation; and that such resolutions have not been amended, rescinded, modified or repealed since their adoption and remain in full force and effect on the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand this ____ day of October, 2002.



Stephen Newton
Chief Executive Officer
Mattress Discounters Corporation

Mattress Discounters Corporation

Resolutions Duly Adopted by the Board of Directors

RESOLVED:

That, in the judgment of the Board of Directors, it is desirable and in the best interests of the Corporation, its creditors, stockholders, employees, and other interested parties that a voluntary petition be filed by the Corporation seeking relief under the provisions of chapter 11 ("Chapter 11") of title 11, United States Code (the "Bankruptcy Code") with the United States Bankruptcy Court for the District of Maryland.

FURTHER
RESOLVED:

That each of the Chief Executive Officer, the President, and the Chief Financial Officer and such other officers of the Corporation as any of them shall from time to time designate (each an "Authorized Officer" and collectively, the "Authorized Officers"), be, and hereby is, authorized and empowered (i) to prepare and file, or cause to be prepared and filed, on behalf of the Corporation a petition for relief under Chapter 11, (ii) to execute on behalf of the Corporation such petition, schedules and statements as such Authorized Officer or Officers may deem necessary or appropriate in connection therewith, (iii) subject to approval by the Board of Directors, to prepare and propose, or cause to be prepared and proposed, to creditors such plan of reorganization as such Authorized Officer or Officers may deem to be feasible and in the best interest of both this Corporation and its creditors, (iv) to file, or cause to be filed, such motions, adversary proceedings and other pleadings as such Authorized Officer shall deem necessary or desirable to the prosecution of the Corporation's Chapter 11 case, including objections to claims and oppositions to motions and other requests for relief filed by other parties in interest in the Corporation's Chapter 11 case, and (v) to execute such further documents and do such further acts as such Authorized Officer or Officers may deem necessary or appropriate with respect to the foregoing; the execution of any document or the doing of any act by an Authorized Officer in connection with such proceedings to be conclusively presumed to be authorized by this Resolution.

FURTHER
RESOLVED:

That each of the Authorized Officers be, and each of them is, hereby authorized, empowered, and directed, in the name of and on behalf of the Corporation, (i) to obtain debtor-in-possession financing and/or enter into a stipulation regarding the use of cash collateral, according to terms negotiated by the Authorized Officers; (ii) to grant any guarantees, pledges, mortgages, and other security interests as necessary to obtain debtor-in-possession

financing or obtain use of cash collateral or provide adequate protection in connection therewith; and (iii) to execute and deliver for and on behalf of the Corporation all agreements, instruments and related documents necessary or appropriate in connection with obtaining debtor-in-possession financing and/or use of cash collateral and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name and on behalf of the Corporation, to negotiate, execute and deliver, in the name and on behalf of the Corporation, appropriate loan agreements, security documents and related ancillary documents.

**FURTHER
RESOLVED:**

That each of the Authorized Officers be, and each of them is, hereby authorized in the name and on behalf of the Corporation, to execute any and all plans of reorganization under Chapter 11 that have been approved by the Board of Directors, including any and all modifications, supplements, and amendments thereto, and to cause the same to be filed in the United States Bankruptcy Court for the District of Maryland at such time as said officer executing the same shall determine.

**FURTHER
RESOLVED:**

That each of the Authorized Officers be, and each of them is, authorized and directed to employ the law firm of Hale and Dorr LLP, including Mark N. Polebaum of that firm, as bankruptcy counsel under general retainer to represent and assist the Corporation in all proceedings commenced under or resulting from these resolutions; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name and on behalf of the Corporation, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Hale and Dorr LLP.

**FURTHER
RESOLVED:**

That each of the Authorized Officers be, and each of them is, authorized and directed to employ the law firm of Arent Fox Kintner Plotkin & Kahn, PLLC as Maryland local counsel under general retainer to assist the Corporation and Hale and Dorr LLP in all proceedings commenced under or resulting from these resolutions; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name and on behalf of the Corporation, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate

application for authority to retain the services of Arent Fox Kintner Plotkin & Kahn, PLLC.

**FURTHER
RESOLVED:**

That each of the Authorized Officers be, and each of them is, authorized and directed to employ the firm of The Blackstone Group L.P. as financial and restructuring advisors to the Corporation, to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name and on behalf of the Corporation, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of The Blackstone Group L.P.

**FURTHER
RESOLVED:**

That each of the Authorized Officers be, and each of them is, authorized to employ the firm of PricewaterhouseCoopers LLC as accountants, auditors, and consultants for the Corporation, to represent and assist the Corporation in carrying out its duties under the Bankruptcy Code; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name and on behalf of the Corporation, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of PricewaterhouseCoopers LLC.

**FURTHER
RESOLVED:**

That each of the Authorized Officers be, and each of them is, authorized and empowered to employ the firm of Bankruptcy Services LLC as claims and noticing agent for the Bankruptcy Court and the Corporation, to assist the Corporation in carrying out its duties under the Bankruptcy Code as may be deemed necessary or appropriate; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name and on behalf of the Corporation, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of Bankruptcy Services LLC.

**FURTHER
RESOLVED:**

That each of the Authorized Officers be, and each of them is, authorized and empowered to employ such other professionals on

behalf of the Corporation to represent and/or assist the Corporation in carrying out its duties under the Bankruptcy Code as may be deemed necessary or appropriate; and in connection therewith, the Authorized Officers are hereby authorized and directed, in the name and on behalf of the Corporation, to execute appropriate retention agreements, pay appropriate retainers prior to and immediately upon the filing of the Chapter 11 case, and to cause to be filed an appropriate application for authority to retain the services of such professionals.

**FURTHER
RESOLVED:**

That each of the Authorized Officers be, and each of them is, authorized and empowered, in the name and on behalf of the Corporation, to take or cause to be taken any and all such other and further action, and to execute, acknowledge, deliver and file any and all documents, agreements, certificates and instruments as each such authorized Officer, in his or her discretion, may deem necessary or advisable in order to carry out the purpose and intent of the foregoing resolutions; that without limiting the foregoing, each of the Authorized Officers be, and hereby is, authorized and empowered, in the name of and on behalf of the Corporation, to take any action as stockholder of any subsidiary of the Corporation in connection with such subsidiary filing a voluntary petition seeking relief under the provisions of Chapter 11 or otherwise taking actions consistent with the resolutions adopted hereby; and any action heretofore taken by such Authorized Officers consistent with the purpose and intent of the foregoing resolutions is hereby approved and ratified.